

# Reverie Language Technologies Limited

CIN: U74900KA2009PLC051482

Registered Office: 5th Floor, Avana Building No 884/327/39, Ibbalur Village, Sarjapura Road Bangalore  
Bangalore, Karnataka 560102

Email: cs@reverieinc.com || Tel: 8047106606 || Website: www.reverieinc.com

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## Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of Reverie language Technologies Limited will be held at short notice (on receipt of consent from members) on **Tuesday, March 09, 2021 at 04:30 p.m.** through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following **special business**:

1. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and as approved by the Board of Directors of the Company, approval of the members be and is hereby accorded to appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) as Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Registration No.: 101720W/W100355), to hold the office of the Auditor till the conclusion of the next Annual General Meeting and to conduct the Statutory Audit for the financial year ending March 31, 2021 on such remuneration as may be fixed by the Board of Directors;

**RESOLVED FURTHER THAT** the Board is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary of the Company, be forwarded to the persons / authorities concerned for necessary action.”

By **Order of the Board of Directors**

**Arvind Pani**  
**Whole-time Director**  
**DIN: 00936914**

**Date:** March 08, 2021  
**Place:** Bengaluru

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## Notes:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of Extraordinary General Meeting through VC or OAVM, without the physical presence of the members at a common venue. The deemed venue for the Extraordinary General Meeting (“Meeting”) shall be the Registered Office of the Company. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Companies Act, 2013, in ordinary times, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at [cs@reverieinc.com](mailto:cs@reverieinc.com), a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is enclosed herewith.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at [cs@reverieinc.com](mailto:cs@reverieinc.com). The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.
8. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the articles of association of the Company in respect of which a format of the written

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consent is attached as **Annexure 3**. The members may either give written consent in the format as attached or by way of an email confirmation at [cs@reverieinc.com](mailto:cs@reverieinc.com).

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at [cs@reverieinc.com](mailto:cs@reverieinc.com).
11. As per Article 3.14 of the Articles of Association of the Company "Voting on all matters to be considered at a general meeting of the Company shall be by way of a poll." Accordingly, voting by show of hands would not be available at the meeting.
12. The Board of Directors of the Company has appointed Mr. Gantayettu Bala Bhaskar Babuji, Company Secretary (FCS 1182) - as a scrutinizer to scrutinize the polling process and submit the results of poll.
13. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
14. Members shall cast their vote only by sending their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address to the email id of the Scrutinizer i.e. [gbbbabuji@yahoo.co.in](mailto:gbbbabuji@yahoo.co.in).
15. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at [cs@reverieinc.com](mailto:cs@reverieinc.com).

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### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (‘the Act’)

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The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 1

The Company was in receipt of letter dated February 26, 2021 from M/s. Chaturvedi & Shah LLP, Chartered Accountants (ICAI Firm Registration No.: 101720W/W100355) expressing their inability to continue as the Auditor of the Company resulting into a casual vacancy in the office of Auditor of the Company.

Pursuant to provisions of section 139(8) of the Companies Act, 2013 ("Act"), any casual vacancy which occurs as a result of resignation of the Auditor, be filled by the Board of Directors within thirty days and appointment of new Auditor shall also be approved by the Company at a general meeting to be convened within three months of recommendation of the Board. Such new Auditor shall hold office from the date of general meeting till the conclusion of the next annual general meeting.

Subject to approval of the members, the Board of Directors at its meeting held on March 08, 2021 have appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) as the Auditors of the Company. M/s. Deloitte Haskins & Sells LLP had furnished consent to act as the Auditors in terms of Section 139 of the Act and provided a certificate to the effect that their appointment, if made, shall satisfy the conditions and criteria provided under Sections 139 and 141 of the Act read with Rule 3 and 4 of the Companies (Audit and Auditors) Rules, 2014.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) shall hold office till the conclusion of next annual general meeting of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the members of the Company.

By **Order of the Board of Directors**

**Arvind Pani**  
**Whole-time Director**  
**DIN: 00936914**

**Date:** March 08, 2021  
**Place:** Bengaluru

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### Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Meeting through video-conference would be conducted through “JioMeet” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?scheduledmeeting=true&hash=vTOP8Kz7Oa6f8e106c7ed1615211012293&pwd=Fa2BW>

or enter below Meeting ID to join meeting by entering the Password.

**Meeting ID:** 586 127 7918

**Password:** Fa2BW

Detailed instructions on installing Jio Meet is attached as **Annexure 2**.

2. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
3. E-mail address of the Company Secretary of the Company, Ms. Nikki Srivastava i.e. [cs@reverieinc.com](mailto:cs@reverieinc.com) is designated for correspondences / voting and all other purposes related to the Meeting.
4. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary, Ms. Nikki Srivastava on +91-9910171331.

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### Annexure 2

1. Members would have received an email from Ms. Nikki Srivastava , Company Secretary of the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

#### Option 1

For installing JioMeet App on your **iPad / apple devices / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



You will Join the meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

#### Option 2

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the <https://jiomeet.jio.com> using **Google Chrome** browser





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Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



You will enter the Meeting. Make sure you give permission to start your camera and the microphone may be kept on “Mute” when not speaking.

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**Annexure 3**

**THE COMPANIES ACT, 2013**  
**Consent by Shareholder for shorter notice**  
**[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]**

To  
The Board of Directors  
Reverie Language Technologies Limited  
5th Floor, Avana Building No  
884/327/39, Ibblur Village,  
Sarjapura Road, Bengaluru -  
560102, Karnataka.

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in my/our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the extraordinary general meeting of the Company at short notice on .....day, ....., 2021 through video-conference or Other Audio Visual Means.

Signature:  
Name:  
Dated: